

**ROTARY CLUB OF SALMON ARM (SHUSWAP)
PO Box 454 Salmon Arm, BC, Canada V1E 4N6**

**CONSTITUTION
AND
BYLAWS**

BC Society Registration Certificate #S-38020

**AS OF
2011 AUGUST 30**

**President: Cathie Thompson
Secretary: Michael Boudreau**

SOCIETY Act Constitution

- 1. The name of the Society is the ROTARY CLUB OF SALMON ARM (SHUSWAP) a member of Rotary International.**
- 2. The purpose of the Society is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:**
 - (i) the development of acquaintance as an opportunity for service;**
 - (ii) high ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarians occupation as an opportunity to serve society;**
 - (iii) the application of the ideal of service in each Rotarians personal, business and community life;**
 - (iv) the advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service;**
 - (v) charitable and benevolent service and to encourage, promote and extend the object of Rotary International and to maintain the relations of a member club in Rotary International.**
- 3. Insofar as the provisions of the law of the Province of British Columbia under which this Society is incorporated shall permit, this Society shall be subject to the jurisdiction of Rotary International. This clause is unalterable.**
- 4. This Society shall have the authority to adopt such bylaws as may be consistent with the purposes enumerated herein and consistent with the law of the Province of British Columbia under which this Society is incorporated. This clause is unalterable.**
- 5. Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations having a similar charitable purpose within the Province of British Columbia. or, to the Minister of Finance as may be determined by the members of the Society at the time of winding up or dissolution. This provision shall be unalterable.**

**ROTARY CLUB OF SALMON ARM (SHUSWAP)
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SOCIETY ACT
BYLAWS OF THE ROTARY CLUB OF SALMON ARM (SHUSWAP)

ARTICLE I - INTERPRETATION

SECTION 1 – USE OF TERMS

- (a) in these bylaws, unless the context otherwise requires:
- “directors” means the directors of the society for the time being;
 - “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;
 - “club” and “society” refer equally to the Rotary Club of Salmon Arm (Shuswap);
 - “Board of Directors” and “Board” refer equally to The Board of Directors of Rotary Club Salmon Arm (Shuswap).
 - “registered address” of a member means the member’s address as recorded in the register of members.
 - “year” means the twelve month period which begins on 01 July.
- (b) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

ARTICLE II – MEMBERSHIP

SECTION 1 – GENERAL QUALIFICATIONS

- (a) This club shall be composed of adult persons of good character and good business or professional reputation.

SECTION 2 – KINDS OF MEMBERSHIP

- (a) This Rotary club shall have two kinds of membership, namely: active and honorary.

SECTION 3 – ACTIVE MEMBERSHIP

- (a) **Active Membership** A person possessing the qualifications set forth in Section 1 to this Article of these bylaws may be elected to active membership in this club.
- (b) **Transferring or Former Rotarian** A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former club or the surrounding

area. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club.

SECTION 4 – HONORARY MEMBERSHIP

- (a) **Eligibility for Honorary Membership.** Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.
- (b) **Rights and Privileges of Honorary Members.** Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

SECTION 5 - DUAL MEMBERSHIP

- (a) **Dual Membership.** No person shall simultaneously hold active membership in this and another Rotary club. No person shall simultaneously be a member and an honorary member in this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract club.

SECTION 6 – HOLDERS OF PUBLIC OFFICE

- (a) **Holders of Public Office.** Persons elected or appointed to public office for a specified time shall not be eligible for active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges or other institutions of learning or to persons who are elected or appointed to the judiciary. Active members who are elected or appointed to public office for a specified period may continue as such active members in their existing classifications during the period in which they hold such office.

SECTION 7 – ROTARY INTERNATIONAL EMPLOYMENT

- (a) **Rotary International Employment.** This club may retain in its membership any member employed by Rotary International".

ARTICLE III CLASSIFICATIONS OF MEMBERSHIP

SECTION 1 – GENERAL PROVISIONS.

- (a) **Principal Activity.** Each member shall be classified in accordance with the members business or profession. The classification shall be that which describes

the principal and recognized activity of the firm, company or institution with which the member is connected or that ' which describes the members principal and recognized business or professional activity.

- (b) **Correction or Adjustment.** If the circumstances warrant, the board may correct or adjust the - classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

SECTION 2 - LIMITATIONS

- (a) **Limitations.** This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10% of the club's active membership, Members who are retired shall not be included in the total number of members from a classification. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

ARTICLE IV ELECTING ACTIVE AND HONORARY MEMBERS

SECTION 1 - PROCEDURE

- (a) The name of a prospective active or honorary member, proposed by an active member of the club, shall be submitted to the Board of Directors in writing, through the club secretary. A transferring or former member of another club may be proposed 'to 'active membership by the former club. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.
- (b) The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution and Bylaws.
- (c) The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.
- (d) if the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership (including the kind of membership proposed), following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification (if active - membership) to be published to the club. '

- (e) If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.
- (f) If any such objections have been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objections, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.
- (g) Following the election, the president shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to RI; and the Director of Club Service shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

ARTICLE V – ADMISSION FEES AND DUES

SECTION 1 – ADMISSION FEES

- (a) Every active member of this club, shall pay an admission fee.
- (b) The admission fee shall be determined on an annual basis at a regular meeting of the club. Such fee to be paid before the applicant can qualify as a member.

SECTION 2 – ANNUAL DUES

- (a) Every active member of this club shall pay annual dues.
- (b) The membership dues shall be determined on an annual basis at a regular meeting of the club. Such dues to be payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each members subscription to THE ROTARIAN magazine.

ARTICLE VI DURATION OF MEMBERSHIP

SECTION 1 - PERIOD

- (a) **Period.** Membership shall continue during the existence of this club unless terminated as hereinafter provided.

SECTION 2 – AUTOMATIC TERMINATION

- (a) **Membership Qualifications.** Membership shall automatically terminate when a member no longer meets the membership qualifications, except that:

- (i) the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member is still active in the same classification and continues to meet all other conditions of club membership;
 - (ii) the board may allow a member moving from the locality of this club or the surrounding are to retain membership if the member remains active in the same classification and continues to meet all other conditions of club membership; and
 - (iii) a member whose classification is lost without default of the member may retain such classification and be granted a special leave of absence not to exceed one (1) year to enable the member to obtain new employment in the current or a new classification. Such member must continue to meet all other conditions of club membership. Termination of membership would take effect only at the end of the period of leave granted to the member.
- (b) **How to Rejoin.** When the membership of a member has terminated as provided in Subsection (a) of this section, such person may make new application for membership under the same or another classification. A second admission fee shall not be required.
- (c) **Termination of Honorary Membership.** Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at anytime.

SECTION 3 – TERMINATION – NON-PAYMENT OF DUES

- (a) **Process.** Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board.
- (b) **Reinstatement.** The board may reinstate the former member to membership upon the former members petition and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former members classification has been filled.

SECTION 4 – TERMINATION – NON-ATTENDANCE

- (a) **Attendance Percentages.** A member must

- (i) attend or make up at least 60% of club regular meetings in each half of the year;
 - (ii) attend at least 30% of this club's regular meetings in each half of the year. If a member fails to attend as required, the members membership shall be subject to termination unless the board consents to such non-attendance for good cause. .
- (b) **Consecutive Absences.** Unless otherwise excused by the board for good and sufficient reason or pursuant to Article VII, Sections 2, 3 or 4 of these bylaws, each member who fails to attend or make up four consecutive regular meetings, shall be informed by the board that the members non-attendance may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership.

SECTION 5 – TERMINATION – OTHER CAUSES

- (a) **Good Cause.** The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two thirds of the board members, at a meeting called for that purpose.
- (b) **Notice.** Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the members last known address.
- (c) **Filling Classification.** When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former members classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced.

SECTION 6 – RIGHT TO APPEAL OR ARBITRATE TERMINATION

- (a) **Notice.** Within seven (7) days after the date of the boards decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention either to appeal to the club or to arbitrate as provided in Article XXII of these bylaws.
- (b) **Date of Hearing of Appeal.** In the event of an appeal, the board shall set a date for the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days - written notice of the

meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.

- (c) Arbitration. In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator.
- (d) Appeal. If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.
- (e) Decision of Arbitrators or Umpire. If arbitration is requested, the decision reached by the arbitrators, or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

SECTION 7 – BOARD ACTION FINAL

- (a) Board action shall be final if no appeal to the club is taken and no arbitration requested.

SECTION 8 – RESIGNATION

- (a) The resignation of any member from this club shall be in writing, addressed to the president or secretary, ' The resignation shall be accepted by the board if the member has no indebtedness to this club.

SECTION 9 – FORFEITURE OF PROPERTY INTEREST

- (a) Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club.

ARTICLE VII - ATTENDANCE

SECTION 1 – ATTENDANCE REQUIREMENTS

- (a) Every member of this club should attend its regular meetings. Such attendance shall be in accordance with the attendance rules as detailed in Article VI, Section 4 of these bylaws.

SECTION 2 – NOTICE OF MAKE-UP

- (a) Should a member be absent from a regular club meeting, but have attended the meeting of another Rotary Club during that time period, the absence shall be considered to have been made up.
- (b) In addition, within fourteen (14) days before or after the regular time for that meeting, the member may make up for an absence in any of the following ways:
 - (i) attends at least 60% of the regular meetings of another club or of a provisional club; or

- (ii) attends a regular meeting of a Rotaract or Interact club or Rotary Community Corps; or of a provisional Rotaract or Interact club or Rotary Community Corps; or
 - (iii) attends a convention of RI, a council on legislation,- an international assembly, a Rotary Institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multi-zone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or
 - (iv) is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or
 - (v) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or
 - (vi) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned.
- (c) An absence having been made-up under the guidelines provided in Subsections a. and b. above, notice of this make-up shall be provided to the secretary of the member's club by either the member or the secretary of the club/activity visited.

SECTION 3 – EXCUSED ABSENCES

- (a) A members absence shall be excused if the absence complies with the conditions and under circumstances approved by the board. -The board may excuse a members absence for reasons, which it considers to be good and sufficient.
- (b) A members absence shall be excused if the aggregate of the members years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

SECTION 4 – LEAVE OF ABSENCE

- (a) Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

SECTION 5 – ATTENDANCE RECORDS

- (a) Any member whose absences are excused under the provisions of subsection (b) of Section 3 of this Article shall not be included in the membership figures used to compute this club's attendance nor shall such absences or attendances be used for that purpose.

ARTICLE VIII - MEETINGS**SECTION 1 – REGULAR MEETINGS**

- (a) This Club shall hold a regular meeting once each week. These regular weekly meetings shall be held on a day, at a time and in a place as prescribed by the Club Directors.
- (b) In an emergency or for good cause, the Board of Directors of this club may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.
- (c) The Board may cancel a regular meeting if it falls on a legal holiday, or in the case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community, which endangers the lives of the club members. The Board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.
- (d) Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.
- (e) One-third of the membership shall constitute a quorum at the regular meetings of this club, but shall never be less than three members.
- (f) All members excepting an honorary member (or member excused pursuant to Article VII Section 3) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in Article VII, Section 2.

SECTION 2 – ANNUAL GENERAL MEETING

- (a) An Annual General Meeting for the election of officers and directors to serve for the ensuing year shall take place not later than the thirty-first (31st) day of December in each year.
- (b) One-third (1/3) of the membership shall constitute a quorum at the Annual General Meeting of this club, but shall never be less than three members.
- (c) The members shall be notified in writing fourteen (14) days before the event of the place, day and hour of the Annual General Meeting.
- (d) Where there is special business to be conducted at the Annual General Meeting, the general nature of that business shall be contained in the notice of meeting noted in (c) above.

SECTION 3 – EXTRAORDINARY GENERAL MEETINGS

- (a) The Board may, when they think fit, convene an extraordinary general meeting.
- (b) One-third (1/3) of the membership shall constitute a quorum at an extraordinary general meeting of this club, but shall never be less than three members.
- (c) The members shall be notified in writing fourteen (14) days before the meeting of the place, day and hour of the proposed extraordinary general meeting.
- (d) Where there is special business to be conducted at the extraordinary general meeting, the general nature of that business shall be contained in the notice of meeting indicated in (c) above.

SECTION 4 – BOARD MEETINGS

- (a) Regular meetings of the Board shall be held at least once each month as prescribed by the Club Directors.
- (b) A majority of the Board members shall constitute a quorum of the board.
- (c) Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given. A majority of the Board members shall constitute a quorum of the Board.

ARTICLE IX - RESOLUTIONS**SECTION 1 – PROCEDURE**

- (a) No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the Board. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion.

ARTICLE X - VOTING**SECTION 1 – ENTITLEMENT**

- (a) Each member in good standing shall have a vote, except Honorary members.

SECTION 2 – METHOD

- (a) The business of this club shall be transacted by viva voce vote except for the election of officers and directors, which shall be by ballot and except for a general meeting which shall be by a show of hands.
- (b) Voting by proxy is not allowed at any meeting of this club.

ARTICLE XI - ORDER OF BUSINESS**SECTION 1 – NORMAL ORDER OF BUSINESS**

- (a) Meeting called to order.
(b) Introduction of visiting Rotarians.
(c) Correspondence and announcements.
(d) Committee reports--if any.
(e) Any unfinished business
(f) Any new business.
(g) Address or other program features.
(h) Adjournment.

ARTICLE XII - OFFICERS OF THE CLUB**SECTION 1 – CLUB EXECUTIVE**

- (a) The officers of this club shall be a president, a president-elect, a vice-president, a secretary, a treasurer and a Sergeant-at-Arms.

SECTION 2 – DUTIES OF CLUB OFFICERS

- (a) The duties of the club officers shall be:

- (i) **President.** It shall be the duty of the president to preside at meetings of the club and Board and to perform such other duties as ordinarily pertain to the office of president.
- (ii) **President-elect.** It shall be the duty of the president-elect to serve as a member of the Board of Directors of the club, to be the representative of the Club Directors on the Fund Raising Committee and to perform such other duties as may be prescribed by the president or the board.
- (iii) **Vice-President.** It shall be the duty of the vice-president to preside at meetings of the club and Board in the absence of the president, and to perform such other duties as ordinarily pertain to the office of vice-president.
- (iv) **Secretary.** It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, Board and committees, record and preserve the minutes of such meetings, make the required annual report under the Society Act of the Province of British Columbia; make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on January 1st and July 1st of each year, and including prorated reports to the general secretary on 1 October and 1 April of each active and honorary member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district governor immediately following the last meeting of the month, collect and remit to RI subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to the office of secretary.
- (v) **Treasurer.** It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the Board and to perform such other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts or any other club property.
- (vi) **Sergeant-at-Arms.** It shall be the duty of the Sergeant-at-Arms to generally keep order during all club meetings, ensure that the Rotary International prescribed structure for meetings is adhered to, establish the process and duties for members tasked as "Meeters and Greeters", supervise the organization of the site selected for each meeting, and such other duties as may be prescribed from time-to-time by the president of the Board.

ARTICLE XIII - BOARD OF DIRECTORS

SECTION 1 – GOVERNING BODY

(a) The governing body of this club shall be a Board of Directors.

SECTION 2 – MEMBERS OF THE BOARD

(a) The officers of this club, as defined in Article XII Section 1 (a), shall be members (directors) of the Board.

(b) An additional five club members representing the five avenues of service shall also be members (directors) of the Board.

(c) The immediate past president shall be a member (director) of the Board.

(d) Each officer and each service director shall be an active member in good standing of this club.

SECTION 3 – DECISIONS OF THE BOARD

(a) Except as herein otherwise specifically provided, the decision of the Board in all club matters shall be final, subject only to an appeal to the club. The Board shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a board of appeal from the rulings of all officers and actions of all committees. Appeal may be taken from any decision of the Board to the club. On such appeal, the decision appealed from shall be reversed only by a two thirds (2/3) vote of the members present, at a regular meeting specified by the Board, a quorum being present, notice of such appeal having been given by the secretary to all members of club at least fourteen (14) days previous to such meeting. If an appeal is taken, the resorting action taken by the club shall be final.

ARTICLE XIV - ELECTIONS OF OFFICERS AND DIRECTORS

SECTION 1 – NOMINATIONS

(a) At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, vice-president, secretary, treasurer, sergeant - at- arms and five members of the board of directors.

(b) The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the club may determine.

(c) If it is determined to have a nominating committee, such committee shall be appointed as the club may determine.

- (d) The president shall be elected within the period of not more than two years but not less than eighteen months prior to the day of taking office as president.

SECTION 2 – VOTING

- (a) Voting shall be by ballot.
- (b) The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting.

SECTION 3 – ELECTION

- (a) The candidates for president, vice-president, secretary, treasurer and Sergeant - at - Arms receiving a majority of the votes shall be declared elected to their respective offices.
- (b) The president elected in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July next following the election.
- (c) For a better understanding of the duties and responsibilities of club president, the president-elect shall attend the district presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated representative from the club whose duty it will be to report back to the president-elect.
- (d) The five candidates for service directors receiving a majority of the votes shall be declared elected as directors.

SECTION 4 – TERM OF OFFICE

- (a) Elected officers and members of the Board of Directors shall take office on the first day of July in the Rotary year for which each was elected to serve and shall serve until the last day of June in the Rotary year for which each was elected to serve, or, until a successor shall have been elected and qualified;

SECTION 5 – IMMEDIATE PAST PRESIDENT

- (a) The immediate Past President serves as a member of the Board by virtue of Article XIII, Section 2, Subsection (c) of these bylaws.
- (b) The duties of the Immediate Past President shall be to:
- (i) chair the nominating committee and supervise the voting process outlined in Article XIV, Sections 1 and 2 of these bylaws.
 - (ii) act as liaison with other local Rotary Clubs, and
 - (iii) to perform such other duties as may be prescribed from time-to-time by the president of the Board.

ARTICLE XV - VACANCIES ON THE BOARD**SECTION 1 – VACANCY AMONG SITTING DIRECTORS AND OFFICERS**

- (a) A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the board.

SECTION 2 – VACANCY AMONG DIRECTORS AND OFFICERS ELECT

- (a) A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members at the Board of Directors-elect.

ARTICLE XVI - REMOVAL OF OFFICERS AND DIRECTORS**SECTION 1 – PROCEDURE**

- (a) An officer and/or director shall cease to be such and shall automatically be removed as a director or officer under the provisions of Article VI of these bylaws or by a Special Resolution approved by the membership.

ARTICLE XVII - COMMITTEES

Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee member should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee.

SECTION 1 – APPOINTMENT TO COMMITTEES

- (a) The president shall, subject to the approval of the Board, appoint the following standing committees:
- Club Service committee
 - Vocational Service committee
 - Community Service committee
 - International Service committee
 - New Generations Service committee
- (b) The president shall, subject to the approval of the Board, also appoint such committees on particular phases of club service; vocational service; community service and international service as deemed necessary.
- (c) The president may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities,

may be under any or all of the vocational service, community service or international service committees.

- (d) The club service committee, vocational service committee, community service committee and international committee shall each consist of a chairman; who shall be named by the president from the membership of the Board, and not less than two (2) other members.
- (e) Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership; either by appointing one or more members for a second term or by appointing one or more members to a two-year term.
- (f) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon;

SECTION 2 –COMMITTEE BUSINESS

- (a) Each committee shall transact such business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made to the Board and approved by the Board.
- (b) The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall reference appropriate RI materials and the Avenues of Service when developing plans for the year.
- (c) Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above.

SECTION 3 –DUTIES OF BUSINESS

- (a) **Club Service Committee.** This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to club service. The chairman of the club service committee shall be responsible for regular meetings of the committee and shall report to the board all club service activities.
- (b) **Vocational Service Committee.** This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairman of this

committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

- (c) Community Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairman of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.
- (d) International Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairman of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.
- (e) New Generations Service committee This committee shall devise and carry into effect plans which will guide and assist the members of the club in discharging their responsibilities in matters relating to new generations service. The chairman of this committee shall be responsible for the new generations service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

ARTICLE XVIII - FINANCES

SECTION 1 – BANKING

- (a) The treasurer shall deposit all funds of the club in some bank to be named by the board.
- (b) Signing authority is to be assigned by the incoming president at the beginning of their term to up to 5 directors of the board, from which the Treasurer is excluded.
- (c) All bills shall be paid only by checks prepared by the Treasurer or their designate and signed by a minimum of two directors with signing authority.

SECTION 2 – AUDIT

- (a) An audit or review by an accountant or other qualified person shall be made once each year of all the club's financial transactions;

SECTION 3 – BONDING

- (a) Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the club, cost of bond shall be borne by the club.

SECTION 4 - FISCAL YEAR

- (a) The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates. Magazine subscriptions for members joining during a semiannual period are payable upon invoice from the Secretariat.

SECTION 5- BUDGET

- (a) At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget or estimated income and estimated expenditures for the year which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

SECTION 6 - BORROWING POWERS - AUTHORITY OF THE BOARD

- (a) In order to carry out the purposes of this club, the Board may, on behalf of and in the name of this club, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- (b) No debenture shall be issued without the sanction of a special resolution.
- (c) The members may, by special resolution, restrict the borrowing powers of the Board but a restriction imposed expires at the next Annual General Meeting.

SECTION 7 - REMUNERATION OR OTHER FINANCIAL BENEFITS

- (a) No voting members of the Executive or Board of Directors shall receive remuneration or other financial benefits for their services to the organization; regardless of the type of service performed.
- (b) Sub-Section (a) above notwithstanding, although a director must not be remunerated for being or acting as a director, a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

ARTICLE XIX - COMMUNITY, NATIONAL AND INTERNATIONAL AFFAIRS**SECTION 1 – PROPER SUBJECTS**

- (a) The merits of any public question involving the general welfare of the community, the nation and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members informing their individual opinions. However; this club shall not express an opinion on any pending controversial public measure.

SECTION 2 - NO ENDORSEMENTS

- (a) This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

SECTION 3 - NON - POLITICAL

- (a) This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.
- (b) This club shall not direct appeals to clubs, peoples or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature;

SECTION 4 - RECOGNIZING ROTARY'S BEGINNING

- (a) The week of the anniversary of Rotary's Founding (23 February) shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements and focus on programs of peace, understanding and goodwill in the community and throughout the world.

ARTICLE XX - ROTARY MAGAZINES**SECTION 1 – MANDATORY SUBSCRIPTION**

- (a) Unless, in accordance with the bylaws of RI, this club is excused by the board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the board of directors of RI, The subscription shall be paid in six (6) month periods for the duration of membership in this club and to the end of any six (6) month period during which membership may terminate.

SECTION 2 - SUBSCRIPTION COLLECTION

- (a) The subscription shall be collected by this club from each member semiannually in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

ARTICLE XXI - ACCEPTANCE OF OBJECT AND COMPLIANCE WITH CONSTITUTION AND BYLAWS**SECTION 1 – STATEMENT OF ACCEPTANCE**

- (a) By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of this club. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

ARTICLE XXII - ARBITRATION**SECTION 1 – PROCESS**

- (a) Should any dispute, other than as to a decision of the board, arise between any current or former member(s), and this club, any club officer of the board, on any amount whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall be settled, upon a request to the secretary by any of the disputants, by arbitration; The procedure utilized for such arbitration shall be as provided in Article VI, Section 6, Subsections (c) (d) and (e) of these bylaws.

ARTICLE XXIII - BYLAWS**SECTION 1 – ADOPTION**

- (a) This club shall adopt bylaws not inconsistent with the constitution and bylaws of RI, the rules of procedure for an area administration where established and the provisions of the Society Act for the Province of British Columbia.

ARTICLE XXIV - AMENDMENTS**SECTION 1 – MANNER OF AMENDING**

- (a) Except as provided in Section 2 of this article, amendments to the club constitution must be processed in the following manner:

- (i) **The Constitution of this club may be amended only by a special resolution passed by the members of this club.**
- (ii) **Amendments to the Constitution of this club may be proposed only by members of this club.**
- (iii) **Before final club action regarding proposed amendments and subsequent for final approval under the terms of the Society Act of British Columbia, those proposals shall be reviewed with regard to the Constitution of Rotary International for advice by the Rotary International Council on Legislation.**
- (iv) **In order to conduct this review, Rotary -International requires that any proposal(s) to amend the constitution of this club shall be delivered to the General Secretary of Rotary International not later than the first (1st) day of May in the Rotary Year preceding that in which the Council on Legislation is to meet.**
- (v) **The General Secretary of Rotary International shall mail a copy of all duly proposed amendments to all members of the Council on Legislation and to the secretary of each club not later than one hundred and twenty (120) days prior to the date the Council shall be convened.**
- (vi) **The Council shall consider the proposed amendment(s) with regard to the Constitution of Rotary International; The Council will then advise the club concerning the compatibility of the proposed constitutional amendment(s) with the content and spirit of the Constitution of Rotary International.**
- (vii) **Upon receipt of such advice, the club shall then proceed to complete the amendment process under the terms of the Society Act of British Columbia.**

SECTION 2 – AMENDING ARTICLE 1

- (a) **Article 1. “Name of the Club” of the constitution does not require the procedure outlined in Section 1 above. A regular meeting of this club, a quorum being present by the affirmative vote of a majority of members present and voting, provided that notice of such proposed amendment shall have been mailed or delivered to each member at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved.**
- (b) **Once the approval of RI has been granted, the club will then follow the process required under the Society Act of the Province of British Columbia to gain final approval for such change(s).**

ARTICLE XXV - AMENDMENTS

- (a) These bylaws may be amended at any regular meeting, a quorum being present, by a two thirds (2/3) vote of all members present, provided that notice of such proposed amendment shall have been mailed or delivered to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution, with the constitution and bylaws of RI and the terms of the Society Act of British Columbia.